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Counsel to the Liquidating Trustee

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

-----X
In re: : Chapter 11
: :
CIRCUIT CITY STORES, INC., et al., : Case No. 08-35653 (KRH)
: :
Debtors. :
: Jointly Administered
-----X

**SECOND ORDER REGARDING LIQUIDATING TRUST'S FIRST OMNIBUS
OBJECTION TO LANDLORD CLAIMS (REDUCTION OF CERTAIN
PARTIALLY INVALID CLAIMS, RECLASSIFICATION OF CERTAIN
MISCLASSIFIED CLAIMS, DISALLOWANCE OF CERTAIN
INVALID CLAIMS, DISALLOWANCE OF CERTAIN LATE-FILED
CLAIMS, AND DISALLOWANCE OF CERTAIN AMENDED CLAIMS)**

THIS MATTER having come before the Court¹ on the Liquidating Trust's First Omnibus Objection to Landlord Claims (Reduction of Certain Partially Invalid Claims, Reclassification of Certain Misclassified Claims, Disallowance of Certain Invalid Claims, Disallowance of Certain of Late Filed Claims, and Disallowance of Certain Amended Claims) (the "Objection"), which requested, among other things, that the claims specifically identified on Exhibit C through Exhibit G attached to the Objection be reduced or disallowed for those reasons set forth in the Objection; and it appearing that due and proper notice and service of the Objection as set forth therein was good and sufficient and that no other further notice or service of the Objection need be given; and it further appearing that no response was timely filed or properly served by the Claimants being affected by this Order; and it appearing that the relief requested on the Objection is in the best interest of the Liquidating Trust, the Debtors' estates and creditors and other parties-in-interest; and after due deliberation thereon good and sufficient cause exists for the granting of the relief as set forth herein,

IT IS HEREBY ORDERED ADJUDGED AND DECREED THAT:

1. The Objection is SUSTAINED as to the Claims identified on Exhibit A as attached hereto.
2. The Claims identified on Exhibit A as attached hereto and incorporated herein are forever reduced for all purposes in these bankruptcy cases in the manner stated in Exhibit A.
3. The Court will conduct a status conference on August 22, 2011 at 2:00 p.m. for all Claims identified on Exhibit B attached hereto.
4. The Liquidating Trust's rights to object to any claim including (without

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Objection.

limitation) the Claims subject to the Objection, on any grounds that applicable law permits, are not waived and are expressly reserved.

5. The Liquidating Trust shall serve a copy of this Order on the claimants included on the exhibits to this Order on or before five (5) business days from the entry of this Order.

6. This Court shall retain jurisdiction to hear and determine all matters arising from or relating to this Order.

Dated: Richmond, Virginia
_____, 2011

HONORABLE KEVIN R. HUENNEKENS
UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

TAVENNER & BERAN, PLC

/s/ Paula S. Beran
Lynn L. Tavenner (VA Bar No. 30083)
Paula S. Beran (VA Bar No. 34679)
20 North Eighth Street, 2nd Floor
Richmond, Virginia 23219
(804) 783-8300

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(212) 561-7700

*Counsel to the Circuit City Stores, Inc.
Liquidating Trust*

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Lynn L. Tavenner
Lynn L. Tavenner

In re Circuit City Stores, et al.

Case No. 08-35653 (KRH)

Exhibit A

Alphabetical Listing of Claims for Which Status Conference Will Take Place on August 22, 2011 at 2:00 p.m.

Claim Holder	Claim	Exhibit
BASILE LIMITED LIABILITY CO. 43 RIDGECREST LN. BRISTOL, CT 06010	3973	Exhibit D Invalid Claims to be Expunged
Basile Limited Liability Company Acting by and through Midland Loan Services Inc. c/o Katharine Battaia Thompson and Knight LLP 1722 Routh St., Ste. 1500 Dallas, TX 75201	14134	Exhibit C Reduction of Certain Partially Invalid Claims
Basile Limited Liability Company c o Midland Loan Services, Inc., a Delaware Corporation c/o Katharine Battaia Thompson and Knight LLP 1722 Routh St., Ste. 1500 Dallas, TX 75201	12692	Exhibit C Reduction of Certain Partially Invalid Claims
CC Colonial Trust Attn: David Vanaskey Corporate Trust Administration Wilmington Trust Company 1100 N. Market St. Wilmington, DE 19890	8688	Exhibit D Invalid Claims to be Expunged
CC COLONIAL TRUST STUART GROSS C/O PARAGON AFFILIATES, INC. ONE PARAGON DR., STE. 145 MONTVALE, NJ 7645	6909	Exhibit D Invalid Claims to be Expunged
CENTRAL INVESTMENTS LLC c/o MARK ORDOWER 333 S. DES PLAINES, NO. 207 CHICAGO, IL 60661	4556	Exhibit C Reduction of Certain Partially Invalid Claims
CENTRAL INVESTMENTS, LLC c/o MARK ORDOWER 333 S. DESPLAINES, NO. 207 CHICAGO, IL 60661	12116	Exhibit E Late Filed Claims
Centro Properties Group ta Heritage Square Naperville IL c/o David L. Pollack Ballard Spahr Andrews & Ingersoll LLP 1735 Market St., 51st Fl. Philadelphia, PA 19103	12637	Exhibit C Reduction of Certain Partially Invalid Claims

Claim Holder	Claim	Exhibit
Centro Properties Group ta Heritage Square Naperville IL c/o David L. Pollack, Esq. Ballard Spahr Andrews & Ingersoll LLP 1735 Market St., 51st Fl. Philadelphia, PA 19103	14565	Exhibit C Reduction of Certain Partially Invalid Claims
Centro Properties Group ta Heritage Square Naperville IL c/o David L. Pollack, Esq. Ballard Spahr Andrews & Ingersoll LLP 1735 Market St., 51st Fl. Philadelphia, PA 19103	12527	Exhibit F Amended Claims to be Expunged
Centro Properties Group ta Northridge Plaza Milwaukee WI c/o David L. Pollack Ballard Spahr Andrews & Ingersoll LLP 1735 Market St., 51st Fl. Philadelphia, PA 19103	12619	Exhibit C Reduction of Certain Partially Invalid Claims
Centro Properties Group ta Northridge Plaza Milwaukee WI c/o David L. Pollack Ballard Spahr Andrews & Ingersoll LLP 1735 Market St., 51st Fl. Philadelphia, PA 19103	12626	Exhibit C Reduction of Certain Partially Invalid Claims
Centro Properties Group ta Northridge Plaza Milwaukee WI c/o David L. Pollack Ballard Spahr Andrews & Ingersoll LLP 1735 Market St., 51st Fl. Philadelphia, PA 19103	8487	Exhibit F Amended Claims to be Expunged
Cermak Plaza Assoc LLC c/o Concordia Realty Corporation 10031 W. Roosevelt Rd. Westchester, IL 60154	12809	Exhibit C Reduction of Certain Partially Invalid Claims
Chicago Title Land Trust Company c/o Robert D. Zimelis Thomas C. Wolford Neal Gerber & Eisenberg LLP 2 N. LaSalle St. Chicago, IL 60602-3801	13895	Exhibit C Reduction of Certain Partially Invalid Claims

Claim Holder	Claim	Exhibit
Chicago Title Land Trust Company, As Trustee Under Trust No. 116762 02 c/o Robert D. Zimelis Thomas C. Wolford Neal Gerber & Eisenberg LLP 2 N. LaSalle St. Chicago, IL 60602-3801	12396	Exhibit C Reduction of Certain Partially Invalid Claims
Circsan Limited Partnership Attn: Allen P. Lev c/o Kin Properties, Inc. 185 NW Spanish River Blvd., Ste. 100 Boca Raton, FL 33431-4230	8070	Exhibit F Amended Claims to be Expunged
Circuit Investors No. 3, Ltd. Niclas A. Ferland LeClair Ryan, A Professional Corporation Ilan Markus 555 Long Wharf Dr., 8th Fl. New Haven, CT 06511	13618	Exhibit C Reduction of Certain Partially Invalid Claims
Circuit Investors Vernon Hills Limited Partnership c/o Niclas A. Ferland, Esq. LeClairRyan, A Professional Corporation 555 Long Wharf Dr., 8th Fl. New Haven, CT 06511	7155	Exhibit C Reduction of Certain Partially Invalid Claims
Circuit Investors Yorktown Limited Partnership c/o Niclas A. Ferland, Esq. LeClairRyan, A Professional Corporation 555 Long Wharf Dr., 8th Fl. New Haven, CT 06511	12338	Exhibit C Reduction of Certain Partially Invalid Claims
Colonial Heights Holding LLC William A. Gray & Peter M. Pearl, Esqs. Sands Anderson Marks & Miller PC 801 E. Main St., Ste. 1800 PO Box 1998 Richmond, VA 23218-1998	14278	Exhibit D Invalid Claims to be Expunged
COLONIAL HEIGHTS HOLDING, LLC C/O CRONACHER DEVELOPMENT 1076 GOODLETTE RD. NORTH ATTN: JOHN CHANDLER NAPLES, FL 34102	7119	Exhibit F Amended Claims to be Expunged

Claim Holder	Claim	Exhibit
Colonial Heights Holdings LLC Attn: Peter M. Pearl, Esq.; C. Thomas Ebel, Esq., William A. Gray, Esq. & Lisa Taylor Hudson, Esq. c/o Sands Anderson Marks & Miller PC 801 E. Main St., Ste. 1800 Richmond, VA 23219	13092	Exhibit D Invalid Claims to be Expunged
Cousins Properties Incorporated North Point 204404 123 Attn: Dustin P. Branch, Esq. Katten Muchin Rosenman LLP 2029 Century Park E., 26th Fl. Los Angeles, CA 90067	14225	Exhibit D Invalid Claims to be Expunged
Cousins Properties Incorporated, North Point Store No. 3107 Thomas J. Leanse, Esq. c/o Katten Muchin Rosenman LLP 2029 Century Pk. E., 26th Fl. Los Angeles, CA 90067	9525	Exhibit C Reduction of Certain Partially Invalid Claims
GC Acquisition Corp Attn: Neil E. Herman, Esq. c/o Morgan Lewis & Bockius 101 Park Ave. New York, NY 10178	12102	Exhibit E Late Filed Claims
Manufacturers & Traders Trust Company, as Trustee c/o Nicholas M. Miller, Esq. Neal Gerber & Eisenberg LLP Two N LaSalle St., Ste. 1700 Chicago, IL 60602	8622	Exhibit D Invalid Claims to be Expunged
Manufacturers and Traders Trust Co., as Trustee c/o Nancy George, Vice President Corporate Trust Dept 1 M&T Plaza, 7th Fl. Buffalo, NY 14203	12053	Exhibit D Invalid Claims to be Expunged
NMC Stratford LLC c/o Ian S. Landsberg Landsberg Marguiles LLP 16030 Ventura Blvd., Ste. 470 Encino, CA 91436	9644	Exhibit C Reduction of Certain Partially Invalid Claims
Orland Towne Center LLC by their management agent CP Management Corp c/o Robert D. Tepper, Esq. Schenk Annes Brookman & Tepper Ltd 311 S. Wacker Dr., Ste. 5125 Chicago, IL 60606	12426	Exhibit C Reduction of Certain Partially Invalid Claims

Claim Holder	Claim	Exhibit
Orland Towne Center LLC, an Illinois Limited Liability Company by and through its Management Agent CP Management Corp., an Illinois corp. Robert D Tepper., Esq. Schenk Annes Brookman & Tepper LTD 311 S. Wacker Dr., Ste. 5125 Chicago, IL 60606-6657	12274	Exhibit C Reduction of Certain Partially Invalid Claims
Pan Am Equities Inc The Law Offices of David A Greer PLC 500 E. Main St., Ste. 1225 Norfolk, VA 23510	7999	Exhibit E Late Filed Claims
Pan Am Equities, Inc. The Law Offices of David A. Geer P.C 500 E. Main St., Suite 1225 Norfolk, VA 23510	7999	Exhibit C Reduction of Certain Partially Invalid Claims
Park National Bank 50 N. 3rd St. PO Box 3500 Newark, OH 43058-3500	8079	Exhibit D Invalid Claims to be Expunged
Park National Bank 50 N. 3rd St. PO Box 3500 Newark, OH 43058-3500	8618	Exhibit D Invalid Claims to be Expunged
Park National Bank 50 N. 3rd St. PO Box 3500 Newark, OH 43058-3500	12615	Exhibit D Invalid Claims to be Expunged
Park National Bank Attn: Richard C. Maxwell c/o Woods Rogers PLC 10 S. Jefferson St., Ste. 1400 PO Box 14125 Roanoke, VA 24011	11753	Exhibit F Amended Claims to be Expunged
Ronald Benderson Trust 1995 Attn: James S. Carr & Robert L. LeHane Kelley Drye & Warren LLP 101 Park Ave. New York, NY 10178	14920	Exhibit D Invalid Claims to be Expunged
Ronald Benderson Trust 1995 Attn: James S. Carr & Robert L. LeHane Kelley Drye & Warren LLP 101 Park Ave. New York, NY 10178	13427	Exhibit F Amended Claims to be Expunged

Claim Holder	Claim	Exhibit
Ronald Benderson Trust 1995 Attn: James S. Carr Robert L. LeHane Kelley Drye & Warren LLP 101 Park Ave. New York, NY 10178	12469	Exhibit C Reduction of Certain Partially Invalid Claims
Tamarack Village Shopping Center Limited Partnership c/o Michael F. McGrath, Esq. Ravich Meyer Kirkman McGrath Nauman & Tansey PA 80 S. Eighth St., Ste. 4545 Minneapolis, MN 55402	13208	Exhibit C Reduction of Certain Partially Invalid Claims
Tanurb Burnsville LP Attn: Steven C. Cox, Esq. Fabyanske Westra Hart & Thomson P A 800 LaSalle Ave., Ste. 1900 Minneapolis, MN 55402	12656	Exhibit C Reduction of Certain Partially Invalid Claims
Tanurb Burnsville LP c/o Tanurb Developments Inc 56 Temperance St., 7th Fl. Toronto, ON M5H 3V5 Canada	13876	Exhibit C Reduction of Certain Partially Invalid Claims
THE WEST CAMPUS SQUARE CO LLC C/O DOLMAR INC. 433 N. CAMDEN DR., STE. 500 BEVERLY HILLS, CA 90210	9028	Exhibit C Reduction of Certain Partially Invalid Claims
The West Campus Square Company LLC J. Bennett Friedman, Esq. Friedman Law Group 1900 Avenue of the Stars, Ste. 1800 Los Angeles, CA 90067-4409	7526	Exhibit F Amended Claims to be Expunged
U.S. Bank National Association as purchaser of assets of Park National Bank Attn: Richard C. Maxwell c/o Woods Rogers PLC 10 S. Jefferson St., Ste. 1400 PO Box 14125 Roanoke, VA 24011	14794	Exhibit D Invalid Claims to be Expunged
United States Debt Recovery V LP 940 Southwood Bl., Ste. 101 Incline Village, NV 89451	12405	Exhibit C Reduction of Certain Partially Invalid Claims